AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application:

LISTING OF CLAIMS:

1. **(currently amended):** A prodrug ~~comprising~~ of an analog of CC-1065 in which the phenolic group of the alkylating portion of the molecule is protected and wherein said prodrug further comprises a linker capable of conjugating said prodrug to a cell binding agent.

2. **(original):** The prodrug of claim 1 wherein said linker comprises a thiol or a disulfide bond.

3. **(original)** The prodrug of claim 1 wherein said protecting group increases water-solubility of said drug,

4. **(currently amended)** The prodrug of claim 3 wherein said protecting group is selected from the group consisting of a piperazino carbamate~~,~~ and a 4-piperidino-piperidino carbamate ~~and a phosphate~~.

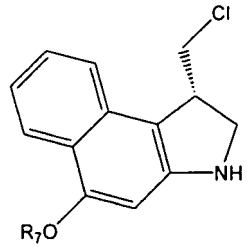
5. **(original):** The prodrug of claim 1 wherein said linker comprises a polyethylene glycol of the formula $-(-O(CH2)2)_n-$, wherein n is an integer from 2 to 1000.

6. **(original):** A composition comprising the prodrug of claim 1 and a pharmaceutically acceptable carrier.

7. **(currently amended):** A prodrug ~~comprising an analog of a *seco*-cyclopropabenzindole containing cytotoxic drug selected from the group consisting of analogs~~ formed from a first subunit of formula (I) covalently linked to a second subunit of ~~the~~ formula

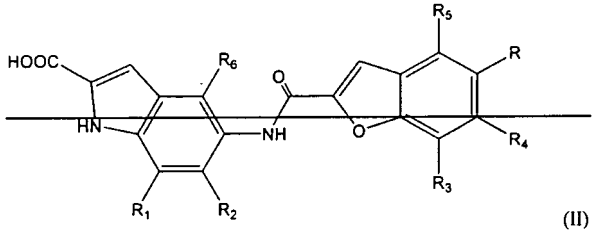
~~(II), (III), (IV),~~ (V)~~, (VI), (VII), (VIII) or (IX)~~ via an amide bond from the secondary amino group of the pyrrole moiety of the first subunit to the C-2 carboxyl of the second subunit,

wherein the formula (I) is as follows:

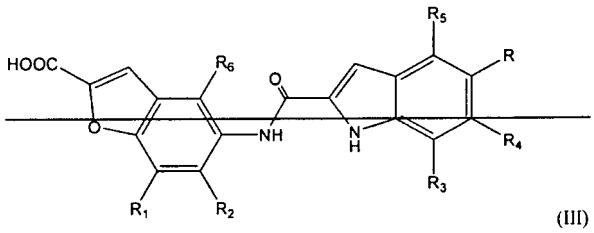


(I)

wherein the formulae ~~(II) (IX)~~ (V) is ~~are~~ as follows:



(II)



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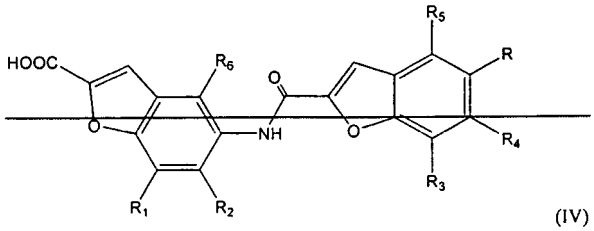
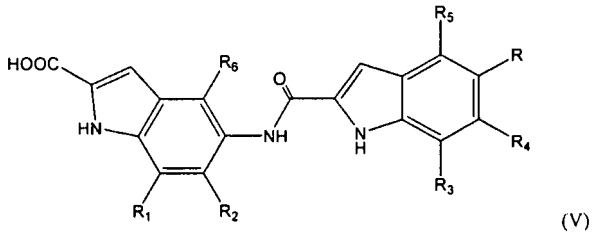
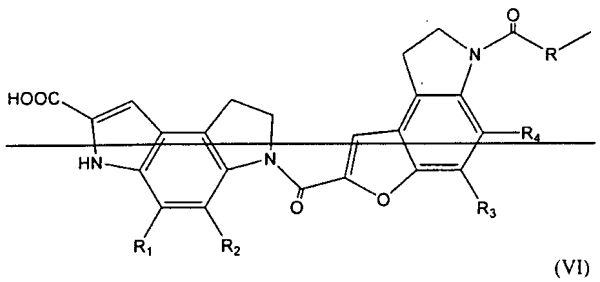


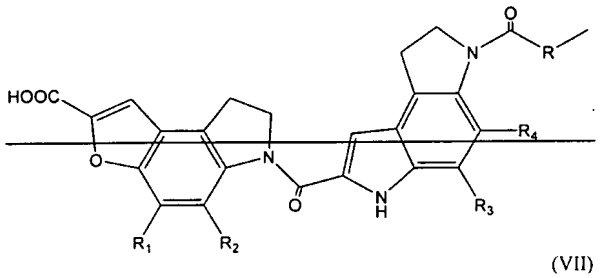
(IV)



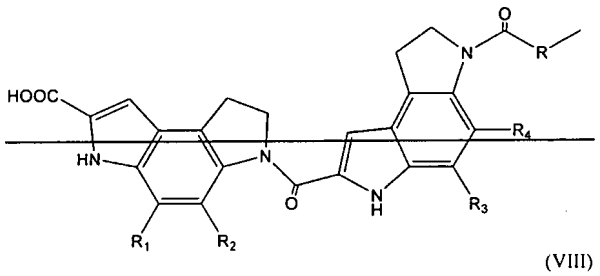
(V)



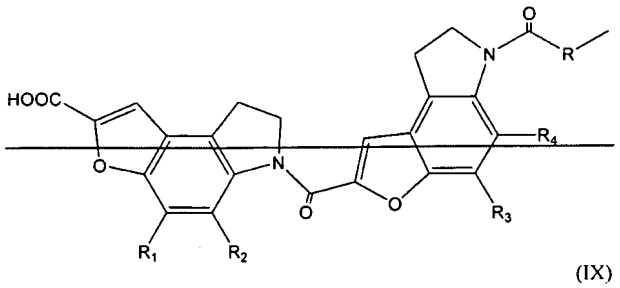
(VI)



(VII)



(VIII)



(IX)

wherein R represents a moiety that enables linkage of said prodrug to a cell binding agent;

wherein R_1-R_6 are each independently hydrogen, C_1-C_3 linear alkyl, methoxy, hydroxyl, primary amino, secondary amino, tertiary amino, or amido;

and wherein R_7 is ~~an enzyme-cleavable protecting group~~ a piperazino carbamate or a 4-piperidino-piperidino carbamate.

8. **(original):** The prodrug of claim 7, wherein R comprises a thiol or a disulfide bond.

9. **(original):** The prodrug of claim 7, wherein R_1-R_6 are hydrogen.

10. **canceled**

11. **(original):** The prodrug of claim 10, wherein R represents a moiety that enables linkage of the prodrug to a cell binding agent via a disulfide bond.

12-22. **canceled**

23. **(withdrawn):** A prodrug conjugate comprising a cell binding agent linked to one or more of the prodrugs of claim 1 or claim 7.

24. **(withdrawn):** The prodrug conjugate of claim 23 wherein said cell binding agent is an antibody or a fragment thereof.

25. **(currently amended):** A composition comprising the prodrug of claim 7 and a pharmaceutically acceptable carrier.

26. **(withdrawn):** A method for treating a subject, comprising administering to a subject in need thereof an effective amount of the composition of claim 6 or 25.

27. **(withdrawn):** A method for treating a subject, comprising administering to a subject in need thereof an effective amount of the prodrug conjugate of claim 24.

28. **(original):** The prodrug of claim 7 wherein said linker comprises polyethylene glycol of the formula $-(-O(CH_2)_2)_n-$, wherein n is an integer from 2 to 1000.

29. **(new):** The prodrug of claim 7 wherein R is selected from the group consisting of $NHCO(CH_2)_mSZ$, $NHCOC_6H_4(CH_2)_mSZ$, $NHCOC_6H_4O(CH_2)_mSZ$, $NHCO(CH_2)_m(OCH_2CH_2)_nSZ$, $NHCOC_6H_4(CH_2)_m(OCH_2CH_2)_nSZ$, and $NHCOC_6H_4O(CH_2)_m(OCH_2CH_2)_nSZ$ wherein: Z represents H or SR_8, wherein R_8 represents methyl, linear alkyl, branched alkyl, cyclic alkyl, simple or substituted aryl or heterocyclic selected from the group consisting of furyl, pyrrollyl, pyridyl, and thiophene, m represents an integer of 1 to 10, and n represents an integer of 4 to 1000.

30. **(new):** The prodrug of claim 7 wherein R is selected from the group consisting of $NHCO(CH_2)_m(OCH_2CH_2)_nSZ$, $NHCOC_6H_4(CH_2)_m(OCH_2CH_2)_nSZ$, and $NHCOC_6H_4O(CH_2)_m(OCH_2CH_2)_nSZ$ wherein: Z represents H or SR_8, wherein R_8 represents methyl, linear alkyl, branched alkyl, cyclic alkyl, simple or substituted aryl or heterocyclic selected from the group consisting of furyl, pyrrollyl, pyridyl, and thiophene, m represents an integer of 1 to 10, and n represents an integer from 2 to 1000.

31. **(new):** The prodrug of claim 29, wherein R is selected from the group consisting of $NHCO(CH_2)_2SH$, $NHCO(CH_2)_2SSCH_3$, $NHCO(CH_2)_2(OCH_2CH_2)_nSH$ and $NHCO(CH_2)_2(OCH_2CH_2)_nSSCH_3$.